



# Travis County Commissioners Court Agenda Request

**Meeting Date:** Tuesday, November 12, 2013  
**Prepared By/Phone Number:** C.W. Bruner, 854-9760  
**Elected/Appointed Official/Dept. Head:** Cyd Grimes  
**Commissioners Court Sponsor:** Judge Biscoe

**Approve Modification No. 1, an Assignment of Contract No. 4400001477 from ErgoGenesis to ErgoGenesis Workplace Solutions, LLC.**

- **Purchasing Recommendation and Comments:** Purchasing concurs with department and recommends approval of requested action. This procurement action meets the compliance requirements as outlined by the statutes.

This contract will provide the ErgoGenesis brand of furniture Countywide.

This Modification No. 1 will approve assignment of Contract # 4400001477 to ErgoGenesis Workplace Solutions, LLC from ErgoGenesis. ErgoGenesis Workplace Solutions, LLC will assume all rights and responsibilities to Contract # 4400001477.

- **Contract Modification Information:**
  - Modification Amount: N/A
  - Modification Type: Unilateral, Requirements
  - Modification Period: June 25, 2013 – June 24, 2014
- **Funding Information:**
  - SAP Shopping Cart # / Funds Reservation #:
  - Comments: N/A

AGENDA REQUEST DEADLINE: All agenda requests and supporting materials must be submitted as a pdf to Cheryl Aker in the County Judge's office, [Cheryl.Aker@co.travis.tx.us](mailto:Cheryl.Aker@co.travis.tx.us) by Tuesdays at 5:00 p.m. for the next week's meeting.

ISSUED BY: PURCHASING OFFICE 700 LAVACA STREET 8 <sup>TH</sup> FLOOR AUSTIN, TX 78701	PURCHASING AGENT ASST: CW Bruner TEL. NO: (512) 854-9760 FAX NO: (512) 854-4211	DATE PREPARED: <b>October 28, 2013</b>
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ISSUED TO: 1000007860 Ergogenesis Attn: Ken Gray 1 BodyBilt Place Navasota, Texas 77868	MODIFICATION NO.: <b>1</b>	EXECUTED DATE OF ORIGINAL CONTRACT: <b>June 11, 2013</b>
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ORIGINAL CONTRACT TERM DATES: **June 25, 2013 to June 24, 2014**      CURRENT CONTRACT TERM DATES: **June 25, 2013 to June 24, 2014**

**FOR TRAVIS COUNTY INTERNAL USE ONLY:** Original Contract Amount: \$     N/A          Current Modified Amount \$     N/A    

**DESCRIPTION OF CHANGES:** Except as provided herein, all terms, conditions, and provisions of the document referenced above as heretofore modified, remain unchanged and in full force and effect.

The above referenced contract is hereby modified to reflect the following changes:

Effective October 1, 2013, the Contractor's name on Contract No. 4400001477 is changed as follows:

ErgoGenesis 1 BodyBilt Place Navasota, Texas 77868 Tax ID # 043719728 Vendor ID # 1000007860	to	ErgoGenesis Workplace Solutions, LLC. 1 BodyBilt Place Navasota, Texas 77868 Tax ID # 352485796 Vendor ID # 1000019044
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**Note to Vendor:**  
 Complete and execute (sign) your portion of the signature block section below for all copies and return all signed copies to Travis County.  
 DO NOT execute and return to Travis County. Retain for your records.

LEGAL BUSINESS NAME: _____	<input type="checkbox"/> DBA <input type="checkbox"/> CORPORATION <input type="checkbox"/> OTHER
BY: _____ SIGNATURE	
BY: _____ PRINT NAME	DATE: _____
TITLE: _____ ITS DULY AUTHORIZED AGENT	

TRAVIS COUNTY, TEXAS	DATE: _____
BY: _____ CYD V. GRIMES, C.P.M., CPPO, TRAVIS COUNTY PURCHASING AGENT	

TRAVIS COUNTY, TEXAS	DATE: _____
BY: _____ SAMUEL T. BISCOE, TRAVIS COUNTY JUDGE	

**ASSIGNMENT OF CONTRACT**

The parties to this Assignment of Contract (this "Assignment") are ErgoGenesis (Tax ID # 043719728), a limited liability company duly authorized and operating under the laws of the State of Texas (Assignor), and ErgoGenesis Workplace Solutions, LLC (Tax ID # 352485796) a limited liability company duly authorized and operating under the laws of the State of Texas ("Assignee").

**RECITALS:**

- A. Travis County and ErgoGenesis, entered into a written Contract for the provision of Countywide Furniture (Contract No. 4400001477) on June 11, 2013, which is hereby incorporated by reference herein for all purposes as if fully copied and set forth herein at length, (the "Contract"); and
- B. Assignor desires by this Assignment to assign all of its right, title and interest in and to the Contract to Assignee subject to the terms of the Contract and this Assignment.

**TERMS:**

In consideration of the mutual agreements set forth in this Assignment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. Assignor assigns, transfers and conveys to Assignee all of its right, title and interest in and to the Contract effective as October 1, 2013 (the "Effective Date of Assignment").
- 2. Assignee accepts such assignment, and assumes and is bound by and shall perform all terms, conditions, covenants, obligations, and duties of Assignor under the Contract as of the Effective Date of Assignment.
- 3. Assignor and Assignee acknowledge that nothing in this Assignment waives or modifies any of the provisions of the Contract.
- 4. The provisions of this Assignment are binding on and inure to the benefit of the heirs, representatives, successors and assigns of the parties.
- 5. This Assignment shall be construed and enforced in accordance with the laws of the State of Texas. Venue for any action arising hereunder or connected herewith shall lie exclusively in Travis County, Texas.
- 6. All references in this Assignment to the Contract encompass the original Contract, No. 4400001477, and modification 1. Said modification is hereby incorporated by reference herein for all purposes as if fully copied and set forth herein at length.

ErgoGenesis

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title & Date: \_\_\_\_\_

Attest: \_\_\_\_\_

Date: \_\_\_\_\_

ErgoGenesis Workplace Solutions, LLC

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title & Date: \_\_\_\_\_

Attest: \_\_\_\_\_

Date: \_\_\_\_\_

By its signature below, Travis County signifies its consent to and approval of this Assignment from ErgoGenesis to ErgoGenesis Workplace Solutions, LLC.

TRAVIS COUNTY, TEXAS

By: \_\_\_\_\_

Samuel T. Biscoe  
Travis County Judge

Date: \_\_\_\_\_

October 1, 2013

To: ErgoGenesis Customers

Please be advised that, as of October 1, 2013, ErgoGenesis has changed its name to:  
"ErgoGenesis Workplace Solutions, LLC."

For your convenience, we have enclosed an IRS form W-9 reflecting our new EIN.

If you have any questions, please feel free to contact:

Lydia Valadez  
Accounts Receivable  
(936) 870-2662  
lvaladez@ergogenesis.com

Frances Guse  
Accounts Receivable  
(936) 870-2643  
fguse@ergogenesis.com

Sincerely,

Virginia Leighman  
Senior Finance Manager  
ErgoGenesis Workplace Solutions, LLC.

Encl:

RECEIVED  
2013 OCT 14 AM 10:38  
TRAVIS COUNTY  
AUDITORS OFFICE

for Lori box → NEW 9R

Form **W-9**  
 (Rev. August 2013)  
 Department of the Treasury  
 Internal Revenue Service

**Request for Taxpayer  
 Identification Number and Certification**

Give Form to the  
 requester. Do not  
 send to the IRS.

Name (as shown on your income tax return)  
**ERGOGENESIS WORKPLACE SOLUTIONS, LLC**  
 Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:  
 Individual/sole proprietor     C Corporation     S Corporation     Partnership     Trust/estate  
 Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ **P**  
 Other (see instructions) ▶

Exemptions (see instructions):  
 Exempt payee code (if any) \_\_\_\_\_  
 Exemption from FATCA reporting code (if any) \_\_\_\_\_

Address (number, street, and apt. or suite no.)  
**1 BODYBILT PLACE**  
 City, state, and ZIP code  
**NAVASOTA, TX 77868**

Requester's name and address (optional)  
**1000019044**

List account number(s) here (optional)

**Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Social security number**

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**Employer identification number**

3	5	-	2	4	8	5	7	9	6
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**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

**Part II Certification**

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below), and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

**Sign Here**    Signature of U.S. person ▶ *William C. J.*    Date ▶

IRAVAS COUNTY  
 AUDITOR'S OFFICE  
 2013 OCT 16 PM 10:38  
 RECEIVED

**General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** The IRS has created a page on IRS.gov for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

**Purpose of Form**

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

10/16/13 *lc*